

SAXBYS COFFEE WORLDWIDE, LLC

**FIFTH AMENDED PLAN
dated April 15, 2011**

EXHIBIT 1

**SCHEDULE OF ADMINISTRATIVE AND
PRIORITY UNSECURED CLAIMS**

SAXBYS COFFEE WORLDWIDE, ADMINISTRATIVE AND PRIORITY, UNSECURED CLAIMS ANALYSIS					
Administrative Unsecured Claims		POC No.	Proof of Claim	Objection Filed	Allowed Claim
Rob Gottschalk, CPA			\$ 29,893.00		
MarketPlace Philadelphia LP		36	\$ 75,361.22		
MarketPlace Philadelphia LP		35	\$ 7,389.67		
Paul J. Winterhalter, PC			\$ 254,993.76		
Smart Business Advisory & Consulting, LLC			\$ 15,024.00		
Total of Administrative Unsecured			\$ 382,661.65		
Priority Unsecured Claims		POC No.	Proof of Claim	Objection Filed	Allowed Claim
City of Philadelphia, Law Dept		No. 44	\$ 1,878.41		
Internal Revenue Service		No. 1-6	\$ 153,250.98		
Pennsylvania Department of Revenue		No. 51-1	\$ 70,425.31		
Total of Priority Unsecured			\$ 225,554.70		

SAXBYS COFFEE WORLDWIDE, LLC

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EXHIBIT 2

SCHEDULE OF UNSECURED CLAIMS

SAXBYS COFFEE WORLDWIDE, UNSECURED CLAIMS ANALYSIS						
Name of Creditor	Schedule Amount	POC No.	Proof of Claim	Objection Filed	Allowed Claim	
203 Wabash Investors c/o Messer & Stilp	\$ 1.00	~	~		\$ 1.00	
730 East Elm Associates LLC	\$ 11,861.22	~	~		\$ -	
AmeriHealth	\$ 3,273.10	~	~		\$ 3,273.10	
Andrew Field c/o John D. Root, Esquire	~	22	\$ 463,650.80	\$ 463,650.80	\$ -	
Ashkar Coffee, LLC	~	30	\$ -		\$ -	
Associated Imaging Solutions	\$ 1,052.43	~	~		\$ 1,052.43	
Bancorp Bank	~	29	\$ 993,379.66			
Barbin & O'Connell	\$ 137.50	~	~		\$ 137.50	
BHG Consulting, Inc.	\$ 1,800.00	~	~		\$ 1,800.00	
Brady Financial Group	\$ 14,100.00	~	~		\$ 14,100.00	
Buchanan, Ingersoll & Rooney, PC	\$ 225.00	~	~		\$ 225.00	
Business Franchise World	\$ 225.00	~	~		\$ 225.00	
Butensky Services Company, Inc.	\$ 407.21	~	~		\$ 407.21	
Centerra Retail Shops s/o Dimitri Karapelou, Esquire ++	\$ 1.00	40	\$ 188,318.28	\$ 188,318.28	\$ 75,000.00	
Centro Properties Group c/o Ballard Spahr	~	38	\$ 114,783.62		\$ 114,783.62	
CIT	\$ 252.79	~	~		\$ 252.79	
City Lighting Products Co.	\$ 9,034.55	4	\$ 8,289.55		\$ 8,289.55	
Coffee Shops International, LLC	\$ 18,942.23	~	~		\$ 18,942.23	
Corporate Creations	\$ 323.52	~	~		\$ 323.52	
David S. Chung	\$ 100,000.00	18	\$ 100,000.00	\$ 100,000.00	\$ -	
Davis Graham & Stubbs	\$ 36,447.27	8	\$ 31,446.77		\$ 31,446.77	
Dillanos Cffee Roasters	\$ 498.00	~	~		\$ 498.00	
Doug Fabschutz	~	19	\$ 463,650.80	\$ 463,650.80	\$ -	
Doug Fabschutz et al.	\$ 342,202.98	24	\$ 463,650.50	\$ 463,650.50	\$ -	
Draper & Kramer	\$ 1.00	~	~		\$ 1.00	
Dubin	\$ 10,600.00	~	~		\$ 10,600.00	
Federal Express	\$ 77.83	~	~		\$ 77.83	
Fire Station Plaza LLC c/o Michelle D. Briggs, Esquire	~	33	\$ 67,500.00		\$ 67,500.00	
Fisher Zucker, LLC	\$ 67,211.13	31	\$ 67,211.13		\$ 67,211.13	
Gary Fabschutz c/o John D. Root, Esquire	~	23	\$ 463,650.80	\$ 463,650.80	\$ -	
Goodwill Investments c/o Christine A. Giovanelli, Esq.	~	15	\$ 50,000.00	\$ 50,000.00	\$ -	
Grace Franchise	\$ 6,954.00	~	~		\$ 6,954.00	
Greg Bayer	\$ 1.00	25	\$ 6,459,923.00	\$ 6,459,923.00	\$ -	
IBT Enterprises, LLC	\$ 90,245.00	6	\$ 109,778.93		\$ 109,778.93	
Internal Revenue Service	~	1	\$ 20,624.07		\$ 20,624.07	
Irene Fabschutz c/o John D. Root, Esquire	~	21	\$ 463,650.80	\$ 463,650.80	\$ -	
Jennifer Larson	\$ 9,700.00	~	~		\$ 9,700.00	
John Enhoffer, Saxbys Holdings, LLC	\$ 1.00	~	~		\$ 1.00	
John Enhoffer/Anthony Minuto, Saxby's Holdings LLC	\$ 78,000.00	13	\$ 78,000.00		\$ 78,000.00	
John Larson	\$ 1.00	34	\$ 735,747.78	\$ 735,747.78	\$ -	
Jon Edward Fox & Associates PC	\$ 3,300.00	~	~		\$ 3,300.00	
Kamros Holdings	~	14	\$ 233,246.16	\$ 233,246.16	\$ -	

John Dunfee **		\$	100,000.00			\$	100,000.00
Kalnin Graphics, Inc. **		\$	6,142.70			\$	142.70
Lewis & Roca **		\$	7,724.66			\$	7,724.66
Line Systems **		\$	9,213.75			\$	9,213.75
Aroma Bean **		\$	30,000.00			\$	30,000.00
B.K. Enterprises **		\$	163.45			\$	163.45
WWMF Americas, Inc.		\$	4,842.50			\$	4,842.50
Total		\$	1,589,763.74			\$	2,119,239.65
					POC - Objected =	\$	2,583,778.30

Footnotes

(**) New Claims

(++) Settlement Pending

SAXBYS COFFEE WORLDWIDE, LLC

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EXHIBIT 3

**SCHEDULE OF
ACCEPTED & REJECTED
REAL ESTATE LEASES**

Leases - Accepted

Landlord	Landlord Address	City	ST	Zip	A or R	Physical Address	City	State	ZIP
Eugene B. Parson	1535 Saloman Lane	Wayne	PA	19087	Accept	346 W. Lancaster Ave	Ardmore	PA	19003
Georgia State University	270 Washington St	Atlanta	GA	30334	Accept	100 Decatur St. SE	Atlanta	GA	30303

Leases - Rejected

Landlord	Landlord Address	City	ST	Zip	A or R	Physical Address	City	State	ZIP
Woodcrest Management Company LLC	3113 South University Drive Suite 600	Fort Worth	TX	76109	Reject	SAME			
Streamwood Associates/Mt. Laurel LLC	89 Haddon Avenue North Suite B	Haddonfield	NJ	8033	Reject	3131 Route 38	Mt. Laurel	NJ	8054
Solano Mall LP	11601 Wilshire Boulevard 11th Floor	Los Angeles	CA	90025	Reject	1350 Travis Blvd #1499A	Fairfield	CA	94533
Keystone Real Estate Group L.P.	444 E. College Avenue Suite 560	State College	PA	16801	Reject	SAME			
CH Realty III/Kimco Realty	3333 New Hyde Park Rd, Suite 100	New Hyde Park	NY	11042	Reject	SAME			
New Plan of Cinnaminson L.P.	420 Lexington Avenue 7th Floor	New York	NY	10170	Reject	SAME			
1419 Tower LP	599 Broadway Suite 1000	New York	NY	10012	Reject	SAME			
Fire Station Plaza LLC	11411 Southern Highlands Parkway Suite 300	Las Vegas	NV	89141	Reject	11370 Southern Highlands	Henderson	NV	89141
Marketplace Redwood	8500 Essington Avenue	Philadelphia	PA	19153	Reject	SAME			
LTK Associates L.P.	55 County Club Drive Suite 200	Exton	PA	19335	Reject	SAME			
Secure Real Estate	92 Bethlehem Pike	Philadelphia	PA	19118	Reject	SAME			
730 East Elm Associates	730 East Elm Street	Conshohocken	PA	19428	Reject	SAME			
Kraft Real Estate Investments LLC	230 Northfield Road	Colorado Springs	CO	80919	Reject	1530 N. Main St	Windsor	CO	80550
SAF 180 N. Jefferson LLC	1 California Suite 1400	San Francisco	CA	94111	Reject	605 W. Lake St	Chicago	IL	60661
Black Mountain Retail Partners LLC	100 Corporate Park Drive	Henderson	NV	89074	Reject	SAME			
Historic Urban Equities Ltd.	84 Peachtree Street NW Suite 901	Atlanta	GA	30303	Reject	84 Peachtree St #101	Atlanta	GA	30303
Midlakes Management LLC	166 West Washington St Suite 300	Chicago	IL	60602	Reject	203 N. Wabash	Chicago	IL	60601
Sun Valley	200 East Long Lake Rd, P.O. Box 200	Bloomfield Hills	MI	48303	Reject	1 Sun Valley Mall	Concord	CA	94520
Centera Marketplace Properties II LLC	2725 Rocky Mountain Avenue Suite 200	Loveland	CO	80538	Reject	1569 Fall River Dr #129	Loveland	CO	80538
Chody Real Estate Corp.	1125 Remington Road	Schaumburg	IL	60173	Reject	13957 S. Bell Rd	Homer Glen	IL	60491
Spartan Properties LLC	6767 W. Tropicana Suite 202	Las Vegas	NV	89103	Reject	SAME			
Plaza Towne Centre Ltd	14900 Landmark Boulevard Ste 610	Dallas	TX	75254	Reject	SAME			
Virginia Commons J.V.	17440 Dallas Parkway Suite 109	Dallas	TX	75287	Reject	SAME			
Hall Equities Group	1555 Olympic Blvd. Ste. 250	Walnut Creek	CA	94596	Reject	SAME			
Town Anthem LLC	2500 Anthem Village Dr. Suite 200	Henderson	NV	89052	Reject	SAME			
NLT Properties LLC	P.O. Box 530475	Henderson	NV	89012	Reject	SAME			
Kamros Holdings LLC	10120 West Flamingo Rd Suite 4-12	Las Vegas	NV	89147	Reject	475 W. Craig Rd	N. Las Vegas	NV	89032

Wesco Rental Businesses LP	20100 S. Western Avenue	Torrance	CA	90501	Reject	SAME		
1330 Connecticut Avenue LLC	901 New York Avenue NW Suite 400	Washington	DC	20001	Reject	SAME		
The Exchange Ontario Center Inc.	P.O. Box 1958	Corona	CA	92878	Reject	SAME		
Cinema Place Hayward LLC	411 Hartz Avenue Suite 200	Danville	CA	94526	Reject	SAME		
Victorian Independent Properties Inc.	1648 N. North Park	Chicago	IL	60614	Reject	SAME		
L.J. Sheridan Co.	140 South Dearborn Street	Chicago	IL	60603	Reject	SAME		
Manhattan Beach Triangle, LLC	210 Aviation Blvd., Unit C	Manhattan Beach	CA	90266	Reject	SAME		

SAXBYS COFFEE WORLDWIDE, LLC

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EXHIBIT 4

**SCHEDULE OF
ACCEPTED & REJECTED
AREA DEVELOPER AGREEMENTS**

Area Developer Agreements - Accepted

Company Name	Address	City	State	Zip	A or R
Grace Franchise Development, Ltd.	P.O. Box 1875	McKinney	TX	75070	Accept
Kurt Ritter	95 Keevers Pt.	Springboro	OH	45066	Accept

Area Developer Agreements - Rejected

Company Name	Address	City	State	Zip	A or R
Sigma Restaurant Associates, LP	14 Spring Hollow Rd	Wayne	PA	19087	Reject
Saxbys Holdings, LLC	14 Willow Hill Road	Upper Saddle River	NJ	07458	Reject
A.M.S. International, Inc.	84 Peachtree St. NW Suite 801	Atlanta	GA	30303	Reject
Cravenet Investment Group	19 Sandlwood Dr. Apt. 8	Newark	DE	19713	Reject
Saxbys Southeast, LLC	4820 Old Kingston Pike Suite 100	Knoxville	TN	37919	Reject
Galveston County Gourmet Coffee Co., LLC	1513 23rd Avenue	North Texas City	TX	77590	Reject
Tavizon Enterprises, LLC	P.O. Box 11098	Napa	CA	94581	Reject
Aromas Coffee Unlimited	P.O. Box #4	Concord	CA	94522	Reject
Desert Hills Holding	6355- Alton St.	Riverside	CA	92509	Reject
2 Casaan, Inc.	535 W. 130th St.	Los Angeles	CA	90061	Reject
Saxbys Northwest Colorado, Inc.	381 Aspen Drive	Evergreen	CO	80439	Reject
Nirvan Brew Co., Inc.	525 Williamsberg Way	King Of Prussia	PA	19406	Reject
Fazila, Inc.	2 Yukon Ct	Melville	NY	11747	Reject
Jack Egle/Ryan Egle	1327 S. Glebe Rd.	Arlington	VA	22204	Reject

SAXBYS COFFEE WORLDWIDE, LLC

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EXHIBIT 5

**SCHEDULE OF
ACCEPTED & REJECTED
FRANCHISE AGREEMENTS**

Franchise Agreements - Accepted

Company Name	Address	City	State	ZIP	A or R
Kasel Coffe, Inc.	3158 La Mesa Dr	Henderson	NV	89014	Accept
SC Coffee, LLC	102 Brook Circle	Lansdale	PA	19446	Accept
K2 Coffee Limited	95 Keever's Pt	Springboro	OH	45066	Accept
G & J Partnership	8908 Preston Wood Dr	McKinney	TX	75070	Accept
Chindiatte, LLC	18412 Jefferson Park Dr. Apt 303	Middleburg Heights	OH	44130	Accept
BBP	P.O. Box 1875	McKinney	TX	75070	Accept
3500 O Street, LLC	1327 S. Glebe Rd.	Arlington	VA	22204	Accept
G & D Coffee Co., Inc.	1632 N. Main Street	Walnut Creek	CA	94596	Accept
T.M.A.S.A. LLC	201 W. Cypress Dr.	Henderson	NV	89015	Accept
G.J.H. Inc.	1225 Danzante Drive SE	Rio Rancho	NM	87124	Accept
Haverford Coffee Company	208 Old Lancaster Rd.	Devon	PA	19333	Accept
B&G Coffee, Inc.	3325 Hollow Court	Ellicott City	MD	21043	Accept
Sigma Coffee, LLC	14 Spring Hollow Rd	Wayne	PA	19087	Accept
UniMall Coffee Inc.	5200 Gainsborough Dr.	Fairfax	VA	22032	Accept
J & M Patners, LLC	15224 Majorca St.	Dallas	TX	75248	Accept
O & O, Inc.	7750 Legere Court	McLean	VA	22102	Accept
Strong Coffee One, LLC	804 Elizabeth Ct.	Collegeville	PA	19426	Accept
Hamad Mazhir & Mazamel Bibi	612 Ashland Park Blvd	Rome	GA	30161	Accept
Independence Coffee Company	82 Goodwin Parkway	Sewell	NU	08080	Accept
Village Coffee, LLC	P.O. Box 1875	McKinney	TX	75070	Accept
Green Sage Enterprises Corp.	450 Coldspring Run	New Castle	DE	19711	Accept
Licacurus Beanery, Inc.	1903 DeKalb Street	Norristown	PA	19401	Accept
Abington Coffee, LLC	1903 DeKalb Street	Norristown	PA	19401	Reject
Akshar Coffee, LLC - Upenn	1661 Brentwood Road	Bensalem	PA	19020	Accept
Akshar Coffee, LLC - 30th St Kiosk	1661 Brentwood Road	Bensalem	PA	19020	Accept
Central Bucks Coffee House, LLC	P.O. Box 265	Montgomeryville	PA	18936	Accept
Manayunk Coffee House, LLC	P.O. Box 265	Montgomeryville	PA	18936	Accept
Haverford Coffee Company, LLC	208 Old Lancaster Avenue	Devon	PA	19333	Accept
Rajpara Resources, Inc.	4265 Kingsview Rd	Moorpark	CA	93021	Accept
Roberto Holdings, LLC	2355 S. Whitmore St.	Furlong	PA	18925	Accept
GET Coffee, LLC	1900 5th 3rd Center 511 Walnut St	Cincinnati	OH	45202	Accept
Saxbys1019, LLC	201 W. Cypress Dr.	Henderson	NV	89015	Accept

Franchise Agreements - Rejected

Company Name	Address	City	State	ZIP	A or R
Zurn Ventures, Inc.	1530 Main St. Unit A	Windsor	CO	80550	Reject
Cozona Bean 1, LLC	2135 E 120th Avenue	Northglenn	CO	80233	Reject
Sigma Coffee, LLC	14 Spring Hollow Rd	Wayne	PA	19087	Reject
A.M.S. International, Inc.	84 Peachtree Street NW Suite 101	Atlanta	GA	30303	Reject
Meshi, Inc.	6542 W. Route 34	Plano	IL	60545	Reject
Aromas Coffee Unlimited	P.O. Box #4	Concord	CA	94522	Reject
Zurn Ventures, Inc.	1530 Main St. Unit A	Windsor	CO	80550	Reject
River City Coffee, LLC	207 Berkshire Rd	Richmond	VA	23221	Reject
Saxbys Knoxville I, LLC	4820 Old Kingston Pike Suite 100	Knoxville	TN	37919	Reject
J & T Enterprises I, LLC	4000 Northpoint Pkwy Ste 8	Alpharetta	GA	30022	Reject
Goodwill Investments, LLC	472 Mount Court	North Aurora	IL	60542	Reject
F.T.F. Investments, LLC	1121 Devon Downs Ave	Henderson	NV	89015	Reject
Guillen Enterprises, LLC	1218 Breckinridge Drive	Fairfield (Solano Mail)	CA	94553	Reject
Kanch, LLC	2 Yukon Ct.	Melville	NY	11747	Reject
Sanjonics, Inc.	324 S Diamond Bar Blvd Suite 181	Diamond Bar	CA	91765	Reject
Gaivaston County Gourmet Coffee Company, LLC	1513 23rd Avenue N	Texas City	TX	77590	Reject
G & D Coffee Co., Inc.	160 Christen Dr.	Pleasant Hill	CA	94523	Reject
Robolev, LLC	565 College Dr. Ste C-137	Henderson	NV	89015	Reject
Shannon McEwen	6497 Sandy Copper Court	Las Vegas	NV	89131	Reject
Aromas Coffee Unlimited	1525 Newhall St.	San Francisco	CA	94124	Reject
E.V.P. Enterprises, LLC	1370 Evergreen Dr.	Concord	CA	94520	Reject
Coffee Lake LLC, LLC	185 W. Lake Mead Pkwy	Henderson	NV	89015	Reject
A.J. Linettes, LLC	615 Picket Way	West Chester	PA	19382	Reject
O & O, Inc.	7750 Legere Court	McLean	VA	22102	Reject
Glaks, LLC	1129 Autumn Blossom Street	Henderson	NV	89052	Reject
Isaw, LLC	1101 Meriden Ln.	Austin	TX	78703	Reject
Riki & Associates, LLC	4512 Hargrave Ct.	Glen Allen	VA	23060	Reject
Riki & Associates, LLC	4512 Hargrave Ct.	Glen Allen	VA	23060	Reject
M.N.J. Enterprises	1124 Claevo Ct.	Rodeo	CA	94572	Reject
Abington Coffee, LLC	1903 DeKalb Street	Norristown	PA	19401	Reject
Akshar Coffee, LLC - 30th St Café	1661 Brentwood Road	Bensalem	PA	19020	Reject

Atoma Bean, Inc.	2017 Stonycreek Rd.	Lansdale	PA	19446	Reject
Sempre Caffè, Inc.	14 Victoria Circle	Collegeville	PA	19426	Reject
N & N Café, LLC	8052 Fairview lane	Eagleville	PA	19403	Reject
Dan McGarry	101 Lawrence Dr	West Chester	PA	19380	Reject
Lightstar Enterprise, LLC	1903 Dekalb Street	Norristown	PA	19401	Reject
Fins Up, LLC	8709 Dodds Canyon Street	Las Vegas	NV	89131	Reject
Warning Shot, LLC	732 S. Chatsworth	Mesa	AZ	85208	Reject
2720 Central S.E., LLC	P.O. Box 36181	Albuquerque	NM	87176	Reject
R.D.S. Development, Inc.	3042 Oakcliff Rd. Suite 214	Doraville	GA	30340	Reject
Freshly Brewed, LLC	729 Kerr Street	Columbus	OH	43215	Reject
Saxbys Knoxville I, LLC	4820 Old Kingston Pike Suite 100	Knoxville	TN	37919	Reject
D & A Capl City Partners, LLC	2701 Del Paso Road Suite 130-379	Sacramento	CA	95835	Reject
D & A Cap City Partners, LLC	2701 Del Paso Road Suite 130-379	Sacramento	CA	95835	Reject
Tavizon Enterprises, LLC	P.O. Box 11098	Napa	CA	94581	Reject
Guillen Enterprises, LLC	P.O. Box 11098	Napa	CA	94581	Reject
Desert Hills Holdings	6350 Sunnymeadow Lane	Chino Hills	CA	91709	Reject
Chavez Coffee Company, Inc.	8277 Cavalier Ln.	Dublin	CA	94568	Reject
RicoRey Café, Inc.	6253 Dougherty Rd. #6302	Dublin	CA	94568	Reject
J.M.P. Fusion Coffee, LLC	2301 Champlain St. NW #108	Washington	DC	20009	Reject
Patrick Malaluan & Riza Pahati	1250 Promenade St.	Hercules	CA	94547	Reject
Carvenet Investment Group Corp.	19 Sandilwoord Drive Apt. 8	Newark	DE	19713	Reject
M.I.G. & Associates, LLC	9869 S. 90th Avenue	Palos Hills	IL	60465	Reject
Stacy Rustrum	258 Rangewood Dr.	Pittsburg	CA	94565	Reject
C.J.N.M., LLC	P.O. Box 45645	Rio Rancho	NM	87174	Reject
Saxbys Hickory, LLC	P.O. Box 1150	Claremont	NC	28610	Reject
Andohs Coffee LLC	26003 Eden Landing Rd	Hayward	CA	94545	Reject
L&J&Sons LLC	7860 West Lane	Stockton	CA	95201	Reject
Park Coffee LLC	185 W. Lake Mead Pkwy	Henderson	NV	89015	Reject
Café Sloan LLC	1328 2nd Street SW	Roanoke	VA	24016	Reject

SAXBYS COFFEE WORLDWIDE, LLC

**FIFTH AMENDED PLAN
dated April 15, 2011**

EXHIBIT 6

**SCHEDULE OF
ACCEPTED & REJECTED
MULTI-LOCATION AGREEMENTS**

Multi-Unit Agreements - Rejected

Company Name	Address	City	State	Zip	A or R
S. C. Coffee, LLC	102 Brook Circle	Lansdale	PA	19446	Reject
Lightstar Enterprise, LLC	1903 Dekalb Street	Norristown	PA	19401	Reject
O & O, Inc.	7750 Legere Court	McLean	VA	22102	Reject
Robolev, LLC	1223 San Gabriel Avenue	Henderson	NV	89015	Reject
Coastal Brew, Inc.	525 Williamsburg Way	King Of Prussia	PA	19406	Reject
Baxter Beans	3518 Capri Court	Philadelphia	PA	19145	Reject
Sunrise Capital, Inc.	1411 S. Diamond Bar Blvd, Ste. A	Diamond Bar	CA	91765	Reject
P.D.S. Holdings, Inc.	30997 Idlewild Lane	Evergreen	CO	80430	Reject
Lee Johnston	2204 Brownstone Court	Champaign	IL	61822	Reject

SAXBYS COFFEE WORLDWIDE, LLC

**FIFTH AMENDED PLAN
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EXHIBIT 7

FEASIBILITY ANALYSIS

SABYS COFFEE WORLDWIDE, LLC
PROJECTED STATEMENT OF OPERATIONS, PRO FORMA FINANCIAL STATEMENTS
For the three year period Post Plan Confirmation

Ordinary Income/Expense	June	July	August	September	October	November	December	January	February	March	April	May
Income												
4005 · ROYALTY REVENUE	62,469	63,471	66,405	69,383	73,168	68,856	72,878	68,298	67,554	85,149	83,778	77,519
4010 · FRANCHISE FEES	-	30,000	-	-	-	30,000	-	-	-	30,000	-	-
Total Income	62,469	93,471	66,405	69,383	73,168	98,856	72,878	68,298	67,554	115,149	83,778	77,519
Cost of Goods Sold												
5010 · AREA DEVELOPER FEES	10,932	11,107	11,621	12,142	12,804	12,050	12,754	11,747	11,619	14,646	14,410	13,333
Total COGS	10,932	11,107	11,621	12,142	12,804	12,050	12,754	11,747	11,619	14,646	14,410	13,333
Gross Profit	51,537	82,364	54,784	57,241	60,364	86,806	60,125	56,551	55,935	100,503	69,368	64,186
Expense												
6010 · ADVERTISING AND MARKETING	8,790	8,931	9,344	9,763	10,296	9,689	10,255	9,611	9,506	11,982	11,789	10,908
6110 · BANK AND CREDIT CARD FEES	60	60	60	60	60	60	60	60	60	60	60	60
6150 · INSURANCE EXPENSE	825	825	825	825	825	825	825	825	825	825	825	825
6300 · OFFICE EXPENSE	400	400	400	400	400	400	400	400	400	400	400	400
6360 · BAD DEBT EXPENSE	937	952	996	1,041	1,098	1,033	1,093	1,024	1,013	1,277	1,257	1,163
6400 · PROFESSIONAL FEES	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
6500 · PERSONNEL EXPENSES	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154
6575 · EMPLOYER PAYROLL TAXES	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345
6580 · EMPLOYEE HEALTH BENEFITS	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689
6615 · RENT - OFFICE	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931
6630 · REPAIRS AND MAINTENANCE	100	100	100	100	100	100	100	100	100	100	100	100
6650 · TELECOMMUNICATIONS EXPENSE	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250
6720 · TRAVEL AND ENTERTAINMENT	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
6720 · TAXES	-	-	-	-	-	-	-	-	-	-	1,307	-
6900 · FRANCHISE DEVELOPMENT	750	750	750	750	750	750	750	750	750	750	750	750
Total Expense	43,231	43,387	43,844	44,308	44,897	44,226	44,852	44,139	44,023	46,763	47,856	45,575
Net Ordinary Income	8,306	38,977	10,940	12,933	15,467	42,580	15,273	12,412	11,912	53,741	21,511	18,611
Other Expense												
7500 · REORGANIZATION COSTS	-	-	-	-	-	-	-	-	-	-	-	-
8015 · DEPRECIATION EXPENSE	383	383	383	383	383	383	383	383	383	383	383	383
8050 · DEBT SERVICE - INTEREST EXPENSE	4,723	4,210	4,195	4,180	4,457	4,483	4,489	4,474	4,458	4,443	4,427	4,328
Total Other Expense	5,106	4,593	4,578	4,563	4,840	4,866	4,872	4,857	4,841	4,826	4,810	4,711
Net Income/Expense	3,200	34,383	6,362	8,370	10,627	37,714	10,401	7,555	7,071	48,915	16,701	13,900
Projected Cash Flows												
Beginning cash	5,000	48,796	64,913	52,994	43,068	5,383	34,771	31,830	21,029	9,727	40,254	38,552
Net income (loss) - from above	3,200	34,383	6,362	8,370	10,627	37,714	10,401	7,555	7,071	48,915	16,701	13,900
Depreciation and amortization	383	383	383	383	383	383	383	383	383	383	383	383
Member contributions (\$250,000, no repayment through SCW)	250,000	-	-	-	-	-	-	-	-	-	-	-
Post Plan Financing (\$100,000 credit line, Bancorp)	-	-	-	-	70,000	10,000	5,000	-	-	-	-	(20,000)
Pre-petition - secured debt (Beneficial)	-	-	-	-	(100,000)	-	-	-	-	-	-	-
Pre-petition - taxes - priority claims - escrow, IRS, Escrow, Admin	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)
Pre-petition - taxes - priority claims - IRS (SCW claims)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)
Pre-petition - taxes - priority claims - PA	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)
Pre-petition - taxes - priority claims - PA	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)
Pre-petition - administrative claims (PAW)	(100,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)
Pre-petition - administrative claims (Marketplace)	(82,751)	-	-	-	-	-	-	-	-	-	-	-
Pre-petition - administrative claims (RLC)	(15,000)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)
Principal repayments of pre-petition long-term financing (Bancorp)	-	-	-	-	-	-	-	-	-	-	-	-
Unsecured creditors	(5,813)	(6,326)	(6,341)	(6,356)	(6,371)	(6,386)	(6,401)	(6,417)	(6,432)	(6,448)	(6,463)	(6,479)
Net cash flows	43,796	16,117	(11,919)	(9,926)	(37,684)	29,388	(2,941)	(10,801)	(11,302)	30,527	(1,702)	(24,519)
Ending cash available	48,796	64,913	52,994	43,068	5,383	34,771	31,830	21,029	9,727	40,254	38,552	14,031

For the three year period Post Plan Confirmation															
	2012			2013											
	June	July	August	September	October	November	December	January	February	March	April	May	June	July	
Ordinary Income/Expense															
Income															
4005 - ROYALTY REVENUE	78,408	79,666	80,897	84,525	89,136	83,882	88,516	82,953	82,049	92,812	91,318	82,212	83,216	84,551	
4010 - FRANCHISE FEES	-	-	-	-	-	30,000	-	-	-	30,000	-	-	30,000	-	
Total Income	78,408	79,666	80,897	84,525	89,136	113,882	88,516	82,953	82,049	122,812	91,318	82,212	113,216	84,551	
Cost of Goods Sold															
5010 - AREA DEVELOPER FEES	13,486	13,703	13,914	14,538	15,331	14,428	15,490	14,768	14,112	15,964	15,707	14,141	14,313	14,543	
Total COGS	13,486	13,703	13,914	14,538	15,331	14,428	15,490	14,768	14,112	15,964	15,707	14,141	14,313	14,543	
Gross Profit	64,922	65,963	66,983	69,987	73,805	99,455	73,026	68,685	67,937	106,849	75,611	68,072	98,903	70,008	
Expense															
6010 - ADVERTISING AND MARKETING	11,033	11,210	11,383	11,894	12,543	11,803	12,455	11,673	11,546	13,060	12,850	11,568	11,710	11,898	
6110 - BANK AND CREDIT CARD FEES	60	60	60	60	60	60	60	60	60	60	60	60	60	60	
6150 - INSURANCE EXPENSE	825	825	825	825	825	825	825	825	825	825	825	825	825	825	
6300 - OFFICE EXPENSE	400	400	400	400	400	400	400	400	400	400	400	400	400	400	
6360 - BAD DEBT EXPENSE	1,176	1,195	1,213	1,268	1,337	1,258	1,328	1,244	1,231	1,392	1,370	1,233	1,248	1,268	
6400 - PROFESSIONAL FEES	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	
6500 - PERSONNEL EXPENSES	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	
6575 - EMPLOYER PAYROLL TAXES	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	
6580 - EMPLOYEE HEALTH BENEFITS	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	
6615 - RENT - OFFICE	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	
6630 - REPAIRS AND MAINTENANCE	100	100	100	100	100	100	100	100	100	100	100	100	100	100	
6650 - TELECOMMUNICATIONS EXPENSE	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	
6720 - TRAVEL AND ENTERTAINMENT	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	
6720 - TAXES	-	-	-	-	-	-	-	-	-	-	1,536	-	-	-	
6900 - FRANCHISE DEVELOPMENT	750	750	750	750	750	750	750	750	750	750	750	750	750	750	
Total Expense	45,713	45,909	46,101	46,666	47,384	46,566	47,287	46,421	46,280	47,956	49,260	46,306	46,462	46,670	
Net Ordinary Income	19,209	50,054	20,882	23,321	26,421	52,889	25,739	22,764	21,657	58,893	26,351	21,766	52,441	23,338	
Other Expense															
7500 - REORGANIZATION COSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
8015 - DEPRECIATION EXPENSE	383	383	383	383	383	383	383	383	383	383	383	383	383	383	
8050 - DEBT SERVICE - INTEREST EXPENSE	4,313	4,297	4,281	4,140	4,124	4,108	4,091	4,315	4,500	4,318	4,302	4,287	4,458	4,443	
Total Other Expense	4,696	4,680	4,664	4,523	4,507	4,491	4,474	4,898	4,883	4,701	4,685	4,670	4,841	4,826	
Net Other Income/Expense	(4,696)	(4,680)	(4,664)	(4,523)	(4,507)	(4,491)	(4,474)	(4,898)	(4,883)	(4,701)	(4,685)	(4,670)	(4,841)	(4,826)	
Net Income (Loss)	14,514	45,375	16,218	18,798	21,914	48,398	21,264	17,866	16,774	54,192	21,666	17,097	47,600	18,513	
Projected Cash Flows															
Beginning cash	14,033	10,112	37,037	34,789	5,105	8,520	38,404	43,168	5,510	8,006	8,243	15,940	19,051	(2,351)	
Net income (loss) - from above	14,514	45,375	16,218	18,798	21,914	48,398	21,264	17,866	16,774	54,192	21,666	17,097	47,600	18,513	
Depreciation and amortization	383	383	383	383	383	383	383	383	383	383	383	383	383	383	
Member contributions (\$250,000, no repayment through SCW)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Post Plan Financing (\$100,000 credit line, Bancorp)	-	-	-	(30,000)	-	-	-	-	-	(40,000)	-	-	45,000	-	
Pre-petition - secured debt (Beneficial)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Pre-petition - taxes - priority claims - escrow, IRS, Escrow, Admin	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	
Pre-petition - taxes - priority claims - IRS (SCW claims)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	
Pre-petition - taxes - priority claims - PA	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	
Pre-petition - taxes - priority claims - PA	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	
Pre-petition - administrative claims (PW)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	
Pre-petition - administrative claims (Marketplace)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Pre-petition - administrative claims (RLC)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(1,100)	(339)	(3,114)	(3,130)	(3,146)	(103,161)	(3,177)	
Principal repayments of pre-petition long-term financing (Bancorp)	-	-	-	-	-	-	-	-	(3,099)	-	-	-	-	-	
Unsecured creditors	(6,495)	(6,510)	(6,526)	(6,542)	(6,558)	(6,574)	(4,561)	(103,083)	(3,099)	(3,114)	(3,130)	(3,146)	(103,161)	(3,177)	
Net cash flows	(3,921)	26,924	(2,248)	(29,684)	3,416	29,884	4,763	(37,658)	2,496	237	7,696	3,111	(21,401)	4,496	
Ending cash available	10,112	37,037	34,789	5,105	8,520	38,404	43,168	5,510	8,006	8,243	15,940	19,051	(2,351)	2,145	

SANBYS COFFEE WORLDWIDE, LLC
PROJECTED STATEMENT OF OPERATIONS, PRO FORMA FINANCIAL STATEMENTS
For the three year period Post Plan Confirmation

Ordinary Income/Expense	August	September	October	November	December	January	February	March	April	May	3 YEAR TOTAL
Income											
4005 - ROYALTY REVENUE	85,858	89,708	94,602	89,026	91,535	85,782	84,847	103,976	102,301	92,101	2,962,806
4010 - FRANCHISE FEES		30,000	30,000				30,000				300,000
Total Income	85,858	119,708	124,602	89,026	91,535	85,782	114,847	103,976	102,301	92,101	3,262,806
Cost of Goods Sold											
5010 - AREA DEVELOPER FEES	14,768	15,430	16,271	15,312	15,744	14,754	14,594	17,884	17,596	15,841	511,298
Total COGS	14,768	15,430	16,271	15,312	15,744	14,754	14,594	17,884	17,596	15,841	511,298
Gross Profit	71,090	104,278	108,330	73,713	75,791	71,027	100,254	86,092	84,705	76,259	2,751,508
Expense											
6010 - ADVERTISING AND MARKETING	12,081	12,623	13,312	12,527	12,880	12,071	11,939	14,631	14,395	12,960	416,909
6110 - BANK AND CREDIT CARD FEES	60	60	60	60	60	60	60	60	60	60	2,160
6150 - INSURANCE EXPENSE	825	825	825	825	825	825	825	825	825	825	29,700
6300 - OFFICE EXPENSE	400	400	400	400	400	400	400	400	400	400	14,400
6360 - BAD DEBT EXPENSE	1,288	1,346	1,419	1,335	1,373	1,287	1,273	1,560	1,535	1,382	44,442
6400 - PROFESSIONAL FEES	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	144,000
6500 - PERSONNEL EXPENSES	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	14,154	509,544
6575 - EMPLOYER PAYROLL TAXES	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	1,345	48,407
6580 - EMPLOYEE HEALTH BENEFITS	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	2,689	96,813
6615 - RENT - OFFICE	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	5,931	213,516
6630 - REPAIRS AND MAINTENANCE	100	100	100	100	100	100	100	100	100	100	3,600
6650 - TELECOMMUNICATIONS EXPENSE	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	45,000
6720 - TRAVEL AND ENTERTAINMENT	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	72,000
6720 - TAXES									1,673		4,516
6900 - FRANCHISE DEVELOPMENT	750	750	750	750	750	750	750	750	750	750	27,000
Total Expense	46,873	47,473	48,235	47,366	47,757	46,861	46,716	49,694	51,107	47,845	1,672,008
Net Ordinary Income	24,217	56,805	60,095	26,347	28,034	24,166	53,538	36,397	33,599	28,414	1,079,500
Other Expense											
7500 - REORGANIZATION COSTS	383	383	383	383	383	383	383	383	383	383	13,788
8015 - DEPRECIATION EXPENSE	4,427	4,411	4,395	4,379	4,362	4,17	417	104	21		135,976
8050 - DEBT SERVICE - INTEREST EXPENSE											
Total Other Expense	4,810	4,794	4,778	4,762	4,745	800	800	487	404	383	149,764
Net Other Income/Expense	(4,810)	(4,794)	(4,778)	(4,762)	(4,745)	(800)	(800)	(487)	(404)	(383)	(149,764)
Net Income (Loss)	19,407	52,012	55,318	21,585	23,289	23,366	52,738	35,910	33,195	28,031	929,737
Projected Cash Flows											
Beginning cash	2,145	7,519	45,482	86,735	94,239	103,430	12,683	51,291	1,208	5,240	5,000
Net income (loss) - from above	19,407	52,012	55,318	21,585	23,288	23,366	52,738	35,910	33,195	28,031	929,737
Depreciation and amortization	383	383	383	383	383	383	383	383	383	383	13,788
Member contributions (\$250,000, no repayment through SCW)											250,000
Post Plan Financing (\$100,000 credit line, Bancorp)								(75,000)	(20,000)	(5,000)	-
Pre-petition - secured debt (Beneficial)											(100,000)
Pre-petition - taxes - priority claims - escrow, IRS, Escrow, Admin	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(4,183)	(150,595)
Pre-petition - taxes - priority claims - IRS (SCW claims)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(74)	(2,656)
Pre-petition - taxes - priority claims - PA	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(1,716)	(61,777)
Pre-petition - taxes - priority claims - PA	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(250)	(9,001)
Pre-petition - administrative claims (PAV)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(1,848)			(261,848)
Pre-petition - administrative claims (Marketplace)											(82,751)
Pre-petition - administrative claims (RLC)											(36,239)
Principal repayments of pre-petition long-term financing (Bancorp)	(3,193)	(3,209)	(3,225)	(3,241)	(3,257)	(103,273)	(3,290)	(3,306)	(3,322)	(3,338)	(354,565)
Unsecured creditors											(120,000)
Net cash flows	5,374	37,963	41,253	7,504	9,191	(90,747)	38,608	(50,084)	4,033	13,853	14,093
Ending cash available	7,519	45,482	86,735	94,239	103,430	12,683	51,291	1,208	5,240	19,093	19,093